

**Littleton Consumer Cooperative Society**  
**Board of Directors**  
**Meeting Minutes: Regular Board Meeting, August 22, 2016**

**Meeting convened at the AHEAD Conference Room @ 4:08 pm.**

**Members Present:** Patricia O'Brien, Marni Hoyle, Charlie Wolcott, Mark Hollenbach, Luther Kinney, Tim Wennrich, Marcie Hornick, and Charise Baker.

**Staff Present:** Ed King, Chris Whiton, Minnie Cushing, Melissa Bridges, and Rodney Mitton

**Agenda Items**

**1. Housekeeping & Governance:**

- a. Charise motioned and Marni seconded to accept the July minutes as presented. The July minutes were accepted with a unanimous vote.
- b. Several Board members still need to hand in the Conflict of Interest forms. Minnie will mail the form to those members. The forms are to be returned at the September meeting.
- c. Melissa presented a share transfer for signature. Luther signed those forms.

**2. General Manager's Report:**

**Project Update:**

- a. There will be a meeting with the construction company every other Tuesday during the project. The minutes from the August 16<sup>th</sup> meeting have been distributed. The next meeting is scheduled for August 30<sup>th</sup> at 2:00 pm in the trailer. All questions are welcome.
- b. A refrigeration meeting has been scheduled for Wednesday August 24<sup>th</sup> at 2:00 pm. The current contractor has had some scheduling difficulties and it is hoped to iron out all details at this meeting. AGNE and the refrigeration equipment manufacturers will be at this meeting. If scheduling continues to be an issue, another contractor may be considered.
- c. The handicap access ramp from Cottage Street has been postponed. The cost of the ramp has ballooned to nearly \$75k. Alternative designs will be researched. This access will be on hold until a firm commitment is received from the town that the intersection will be improved
- d. The propane tank placement and new receiving area have been reviewed. This phase of construction will take place in November. This will result in 3-4 weeks of receiving product through the front door.
- e. A meeting with Dr. Spicer (abutter) has been scheduled for Wednesday August 24<sup>th</sup>. This meeting will update Dr. Spicer on what is occurring concerning the water abatement. It is also hoped that Dr. Spicer will allow equipment access to accomplish the necessary work.
- f. The steel is expected to arrive early in September. The project is slightly ahead of schedule at this time.

**NMTC Update:**

- g. Meetings are scheduled for every Thursday at 3:00 until closing. Progress is happening, just slowly. Anticipated closing date in early October.
- h. Paperwork and the process for establishing the Littleton Food Market LLC to be the AOB has begun. The DBA of "Littleton Food Coop" has been renewed.
- i. Accounts are needed with Mascoma and US Bank for the closing and project disbursement. Luther motioned, Charise seconded and the board voted unanimously to accept a resolution to open an account with Mascoma for this purpose. Luther motioned, Tim seconded and the board voted unanimously to accept a resolution to open an account with US Bank for this purpose.

- j. The original target date for closing was September 14<sup>th</sup>. This coincided with a SBA loan payment due September 15<sup>th</sup>. Late payment of this loan would incur a heavy penalty. Mascoma will offer a bridge loan for this payment if necessary.
- k. The Eat Local event was a big success. It did highlight a parking problem and it has been decided to avoid large events during construction.
- l. Sales were flat during July and so far in August. It is felt that this is due to excellent summer weather and the maxed capacity of the store. Margins have been above budget.
- m. ACT/Keep Growing is sponsoring an Eat Local pot luck dinner on August 27<sup>th</sup> at the Dow Strip in Franconia. All are welcome to attend and bring a dish made from local ingredients. Ed will be a judge in the pie contest.
- n. The NCG Conference is in Saint Paul, MN on September 21<sup>st</sup> and 22<sup>nd</sup>. Chris will attend and Ed will attend if closing activities do not interfere.
- o. Lawn signs about the construction are missing. Vandals are suspected.

### **3. Board Issues:**

- a. The Board will need to gather a quorum to approve the final loan resolution package from the bank before closing.
- b. The By-Law Committee updated the Board. Mark asked the Board if the goal for the committee was a total rewrite of the by-laws or a partial update. The Board determined it best to rewrite as much as possible with a known deadline of February 2017. Charlie and Tim have joined the committee. CDS offers a by-law template and other Co-op by-laws have been reviewed. It was suggested that the committee proceed with the use of the CDS template and to bring any questions to the Board as they arise. It was noted that many of the other Co-ops have step/levels of membership. Discussion focused on how to solve the current partial/full membership dilemma. Grandfathering current members and establishing clearer membership guidelines for new members was considered a good idea. A suggestion to include a statement such as “follows all New Hampshire Cooperative Laws” as a way to avoid updating by-laws when those laws may have a future change. It was also suggested that there be a link to those laws.
- c. Board education included reviewing the Teaming section of the Four Pillars of Governance, the Arizmendi Association of Co-ops, and section C-7 Committee Principles of the Governance Policy.
- d. The Board spent a few minutes reviewing the recent Board Retreat. All who attended thought it was time well spent. Marni expressed regret that better notes had not been taken.
- e. Discussion was had on how to better link the Board with the general membership. Ed stated that he and Melissa would inform the Board of upcoming opportunities to be involved in events. It was also suggested that an outreach committee be considered. Manning a table in the entrance during election time would allow members to better know the board members/candidates. Finally, the board is determining if 4:00 on Mondays the best time to encourage member attendance.
- f. Old business included progress on the online voting policy, work on the committee charters, and updates to the BOD Calendar for 2017.

### **4. Upcoming Dates:**

- a. Future dates include:
  1. Construction Meeting 8/30/16
  2. Refrigeration Meeting 8/24/16
  3. Abutter Meeting 8/24/16

4.Eat Local pot luck 8/27/16

Mark motioned, Marcie seconded and the Board voted unanimously to adjourn the meeting. The meeting adjourned at 6:18 pm.

**The next scheduled meeting is September 19th at the AHEAD conference room to begin at 4:00 pm.**

Respectfully submitted by:  
Charise Baker, Secretary